



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

Ground Floor, Secretariat Building, PICC
City Of Pasay, Metro Manila

COMPANY REG. NO. CS201021022

CERTIFICATE OF FILING
OF
AMENDED ARTICLES OF INCORPORATION

KNOW ALL PERSONS BY THESE PRESENTS:

This is to certify that the amended articles of incorporation of the

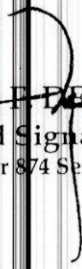
ALLIEDBANKERS INSURANCE CORPORATION

(Amending Article VII thereof)

copy annexed, adopted on August 10, 2016 by majority vote of the Board of Directors and on September 14, 2016 by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Corporate Secretary and a majority of the Board of Directors of the corporation was approved by the Commission on this date pursuant to the provision of Section 16 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980, and copies thereof are filed with the Commission.

Unless this corporation obtains or already has obtained the appropriate Secondary License from this Commission, this Certificate does not authorize it to undertake business activities requiring a Secondary License from this Commission such as, but not limited to acting as: broker or dealer in securities, government securities eligible dealer (GSED), investment adviser of an investment company, close-end or open-end investment company, investment house, transfer agent, commodity/financial futures exchange/broker/merchant, financing/lending company and time shares/club shares/membership certificates issuers or selling agents thereof; nor to operate a fiat money to virtual currency exchange. Neither does this Certificate constitute as permit to undertake activities for which other government agencies require a license or permit.

IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at Pasay City, Metro Manila, Philippines, this 31st day of October, Twenty Eighteen.


GERARDO F. DEL ROSARIO
Authorized Signatory, HRAD
SO Order 874 Series of 2018

BA/mii

COVER SHEET
for Applications at
COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

SEC REGISTRATION NUMBER

Former Company Name

AMENDED TO:
 New Company Name

Principal Office (No./Street/Barangay/City/Town)Province)

Company's Information
 Company's Email Address:
 Company's Telephone Number/s:
 Company's Facsimile Number/s:

CONTACT PERSON INFORMATION
 Name of Contact Person:
 Email Address:
 Telephone Number/s:
 Facsimile Number/s:

Contact Person's Address

To be accomplished by CFMD Personnel

Assigned Processor: Date: Signature: _____

Document I.D.:

Received by Corporate Filing and Records Division (CFRD) _____

Forwarded to:

- Corporate and Partnership Registration Division
- Green Lane Unit
- Financial Analysis and Audit Division
- Licensing Unit
- Compliance Monitoring Division

AMENDED ARTICLES OF INCORPORATION
OF
ALLIEDBANKERS INSURANCE CORPORATION

KNOW ALL MEN BY THESE PRESENTS:

That we, all of legal age, residents and a majority of whom are citizens of the Philippines, have this day voluntarily associated together for the purpose of forming a non-life insurance corporation under the laws of the Republic of the Philippines.

AND WE HEREBY CERTIFY THAT:

FIRST: That the name of the corporation shall be:

“ALLIEDBANKERS INSURANCE CORPORATION”

SECOND: That the purposes for which said corporation is formed are:

PRIMARY PURPOSE

1. To engage on the business of insurance and Guaranty in any branch except in Life Insurance, for consideration, to indemnify any person, firm or corporation against losses, damages or liabilities arising from an unknown or contingent event, and to guarantee liabilities and obligations of any person, firm or corporation, and to act as agent of other Insurance or Surety Companies, in any of their branches, including Life Insurance.

SECONDARY PURPOSES

1. Subject to law and the consent of the necessary stakeholders, to acquire the property, rights, privileges, franchise, liabilities and business of AlliedBankers Insurance Corporation, a corporation incorporated under the laws of the Republic of the Philippines with SEC Registration No. 16974 and which is in the process of liquidation.

2. To insure houses, tenements, merchandise and all other properties and effects, real or personal, against loss or damage by fire, storm, earthquake, fire resulting from earthquake, accident or otherwise, and to carry on the ordinary business fire insurance in all the aforesaid branches; to rebuild, repair, replace or reinstate houses, buildings, tenements and every other description of property which may be insured by the corporation, and to carry on any kind of business necessary or expedient for any such purpose.

3. To insure against every description of Marine risks which may legally be undertaken relating to the peril of the sea, fire, war, reprisal and other risks like nature incidental to the seas, ships, vessels and water-craft of all description, and the freight, goods, merchandise, cargo and all property whatsoever in or on board the same; to insure all other matters and things which may lawfully be, from time to time, insured or be the subject matter against marine risks and perils of the sea.
4. To grant policies or other instruments or assurance against, or to issue insurance for compensation or payment in case of death or injury to health or limb by railway or airplane accident or shipwreck or other peril of land, sea or air, or any accident or misadventure or violence during any journey or voyage by land, water, sea or air, or any similar perils, for a limited or specified period, and to prepare, provide or supply medicine and surgical aid and treatment or any other assistance and remedy or needful requirement in case of accident or harm to the person so injured.
5. To re-insure all or any risks of the corporation and to undertake all kinds of the re-insurance and counter-insurance connected with the business of any other company.
6. To guarantee the fidelity of persons holding places of public or private trust and to agree to the faithful performance of any contract or undertaking made with any public authority.
7. To guarantee the performance of contracts or agreements, undertakings, obligations, promises or duties of all kinds other than insurance policies.
8. To guarantee the performance of insurance contract where surety bonds are accepted for such purpose.
9. To execute and guarantee bonds and undertakings of all kinds, required or permitted to be taken in any or all actions, proceedings, negotiations, importations or exportations, or any other transactions or operations, either by private individuals or entities, or by heads of departments or offices, courts, judges, officers, boards or bodies, whether executive, legislative or judicial.
10. To guarantee and to indemnify merchants, traders and those engage in business and giving credits, from loss or damage by reason of giving and extending such credit to their customers or persons dealing with them.
11. To indemnify against loss by burglary, theft, forgery, embezzlement or buy one any or more of such happenings.
12. To insure glass and sheet glasses against breakage.
13. To guarantee and to indemnify the owners and users of steam boilers and pipes, of fly wheels, engines of all kinds of machineries, especially motor cars and other conveyances for transportation, against explosion or other accidents and against loss or damage to life or property resulting therefrom, and against loss or use of occupancy caused thereby, and against liability unto third persons by way of said causes; and to make inspection upon, such boilers, pipes, fly wheels, engines and machineries.

14. To execute, sign and carry out fidelity bonds and surety undertakings of every nature and kind usual in the business of fidelity and surety companies, or permitted by law unto such companies.
15. To lend money on such terms as may soon expedient, subject to the requirement of law.
16. To purchase or otherwise acquire and undertake all or any part of the business, property and liability of any person or company carrying on any business which this corporation is authorized to carry on, or any property suitable for the purposes of this corporation.
17. To acquire by purchase and invest in, hold, sell or otherwise dispose of the stock or bonds, or any interest in either, or any obligations or evidence of indebtedness, of any corporation, domestic or foreign, or the bonds or other obligations or evidences of indebtedness, of any person, firm or corporation, and while the owner of such stocks, bonds or interest therein or other obligations or evidences of indebtedness, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon or consent in respect thereof for any and all purposes as allowed by law.
18. To purchase or otherwise acquire, sell lease, convey, mortgage, encumber and otherwise deal with any other property or interest therein, or easement, right or privilege over or in respect of any property, real or personal as may be permitted by law and as may be reasonably necessary to enable it to carry out the purposes for which the corporation is created as may now or hereafter be allowed by laws.
19. To procure the corporation to be registered or recognized or to be permitted or allowed to carry on its business or any branch or branches hereof in any state, territory, or possession of the United States or in any other foreign country or place; and in carrying on its business to do any and all powers which a natural person can do or exercise which now hereafter may be authorized by law.
20. To do all or any of the other things as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise and either alone or in conjunction with others, to the extent allowed by law.
21. To do such all other things as are incidental or conducive to the attainment of the above objects.
22. To do and perform any and all of the acts and things to exercise all of the general powers conferred by law upon corporation similarly organized and usually and ordinarily incidental to companies of like nature and kind.

THIRD: That the place where the principal office of the corporation is to be established is at 17th Floor Federal Tower, Damariñas Street corner Muelle de Binondo, Binondo, Manila

FOURTH: That the term for which the corporation is to exist is FIFTY (50) years from and after the date of issuance of the certificate of incorporation.

FIFTH: That the names, citizenships, and residences of the incorporators of said corporation are as follows:

<u>Name</u>	<u>Citizenship</u>	<u>Residence</u>
Lucio C. Tan	Filipino	30 Biak na Bato, Quezon City
Harry C. Tan	Filipino	10 Roces Circle, Corinthian Gardens, Quezon City
Lucio K. Tan, Jr.	Filipino	30 Biak na Bato, Quezon City
Michael G. Tan	Filipino	17 Illinois, North East Greenhills, San Juan, Metro Manila
Domingo T. Chua	Filipino	46 Biak na Bato, Quezon City

SIXTH: That the number of directors of said corporation shall be eleven (11) and that the names, citizenships and residences of the directors of the corporation who are to serve until their successors are duly elected and qualified as provided by laws, are as follows:

<u>Name</u>	<u>Citizenship</u>	<u>Residence</u>
Lucio C. Tan	Filipino	30 Biak na Bato, Quezon City
Harry C. Tan	Filipino	10 Roces Circle, Corinthian Gardens, Quezon City
Lucio K. Tan, Jr.	Filipino	30 Biak na Bato, Quezon City
Michael G. Tan	Filipino	17 Illinois, North East Greenhills, San Juan, Metro Manila
Domingo T. Chua	Filipino	46 Biak na Bato, Quezon City
Willy S. Co	Filipino	9 Magnolia Road, Wack Wack Subdivision, Mandaluyong City
Manuel T. Gonzales	Filipino	26 Speaker Perez Street, Quezon City
Rufina T. Yu	Filipino	703 Reina Regente Street, Unit 601 Regina Garden II, Binondo, Manila
Alfredo B. Jimenez, Jr.	Filipino	42 Habana Street, BF Homes Parañaque City
Peter Y. Ong	Filipino	77 Kamagong Street, Monte Vista Subdivision, Industrial Valley, Marikina City

Rebecca B. De La Cruz Filipino 49 Kamagong Street, Northview 2,
Filinvest 2, Quezon City

SEVENTH: That the amount of authorized capital stock of said corporation is ONE BILLION PESOS (₱1,000,000,000.00), Philippine Currency, and said capital stock is divided into ONE BILLION (1,000,000,000) shares with a par value of ONE PESO (₱1.00) per share. (As amended by a majority vote of the Board of Directors in its meeting held on 10 August 2016 and by the Stockholders representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation in a meeting held in the same city as the principal office of the Corporation on 14 September 2016).

(As further amended by a majority vote of the Board of Directors in its meeting held on 12 October 2016 and by the Stockholders representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation in a meeting held in the same city as the principal office of the Corporation on 14 December 2016).

The holders of shares of the corporation shall have no pre-emptive right to subscribe to or purchase any shares of stock of the corporation of any class now or hereafter authorized, issued or reissued from treasury. (As amended by a majority vote of the Board of Directors in its meeting held on 10 August 2016 and by the Stockholders representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation in a meeting held in the same city as the principal office of the Corporation on 14 September 2016).

EIGHT: The amount of capital stock which has been actually subscribed is Three Million Four Hundred Fifty Thousand (3,450,000) shares representing the sum of Three Hundred Forty Five Million Pesos (PhP345,000,000.00) and the following persons have subscribed for the number of shares and the amount of capital stock set out after their respective names:

<u>Name</u>	<u>Citizenship</u>	<u>No. of Shares Subscribed</u>	<u>Amount Subscribed</u>	<u>Amount Paid</u>
Juanita Tan Lee (in her capacity as TRUSTEE for the shareholders of AlliedBanker Insurance Corporation, a corporation previously registered with the Securities & Exchange Commission with SEC Reg. No. 16974.)	Filipino	3,449,989	P344,998,900.00	P282,498,900.00
Lucio C. Tan	Filipino	1	P100.00	P100.00
Harry C. Tan	Filipino	1	P100.00	P100.00
Lucio K. Tan, Jr.	Filipino	1	P100.00	P100.00
Michael G. Tan	Filipino	1	P100.00	P100.00
Domingo T. Chua	Filipino	1	P100.00	P100.00
Willy S. Co	Filipino	1	P100.00	P100.00
Manuel T. Gonzales	Filipino	1	P100.00	P100.00
Rufina T. Yu	Filipino	1	P100.00	P100.00

Alfredo B. Jimenez, Jr.	Filipino	1	P100.00	P100.00
Peter Y. Ong	Filipino	1	P100.00	P100.00
Rebecca B. De La Cruz	Filipino	1	P100.00	P100.00
TOTAL		3,450,000	P345,000,000.00	P282,500,000.00

NINTH: That no transfer of stock of the corporation which would reduce the stock ownership or equity interest of Filipino citizens to less than the percentage required by applicable laws or regulations shall be caused or allowed to be recorded in the proper books of the corporation and these restrictions shall be indicated in the stock certificates to be issued by the corporation.

TENTH: That JUANITA TAN LEE has been elected by the subscriber as Treasurer of the corporation to act as such until her successor is duly elected and qualified in accordance with the By-Laws and that as such Treasurer, he has been authorized to receive for and in the name and for the benefit of the corporation, all subscriptions paid by the said subscribers.

ELEVENTH: That the incorporators, hereby undertake to change its corporate/partnership name immediately upon receipt of notice or directive from the Commission that another corporation, partnership or person has acquired a prior right to the use of that name or that the name has been declared as misleading, Deceptive, confusingly, similar to a registered name, or contrary to public morals, good custom or public policy.

IN WITNESS WHEREOF, we have hereunto set our hands, this 30th day of November 2010 at the City of Makati, Philippines.

(SGD.)
LUCIO C. TAN
TIN: 101-914-722

(SGD.)
HARRY C. TAN
TIN: 120-533-610

(SGD.)
LUCIO K. TAN, JR.
TIN: 120-533-708

(SGD.)
DOMINGO T. CHUA
TIN: 120-532-073

(SGD.)
MICHAEL G. TAN
TIN: 120-533-724

WITNESSES:

ACKNOWLEDGEMENT

REPUBLIC OF THE PHILIPPINES)
CITY OF MAKATI) SS.

BEFORE ME, a Notary Public for and in the above place and jurisdiction, this 13th day of December 2010 at the City of Makati, personally appeared the following persons and presented an integrally complete document:

<u>Name</u>	<u>Passport No.</u>	<u>Date / Place of Issued</u>
Lucio C. Tan	ZZ130695	02-07-2005/Manila
Harry C. Tan	XX0714147	03-10-2008/ Manila
Lucio K. Tan, Jr.	ZZ185307	06-14-2006/ Manila
Domingo T. Chua	XX3113871	02-26-2009/ Manila
Michael G. Tan	ZZ1229532	06-29-2007/ Manila

all known to me and to me known to be the same persons who executed the foregoing Articles of Incorporation and they acknowledge to me that the same is their free and voluntary act and deed.

WITNESS MY HAND AND SEAL, on the date and at the place and first above-written.

Doc. No. 114;
Page No. 24;
Book No. IV;
Series of 2010.

(SGD)
MAILA KATRINA Y. ILARDE
Notary Public until 30 December 2010
19th/F BDO Plaza, 8737 Paseo de Roxas, Makati City
PTR No. 2089140, Makati City, 05 January 2010
IBP No. 805327, Bulacan, 05 January 2010
Roll No. 55275, Commission No. 427

**DIRECTORS' CERTIFICATE FOR THE FILING OF THE
AMENDED ARTICLES OF INCORPORATION AND BY-LAWS
OF ALLIEDBANKERS INSURANCE CORPORATION**

KNOW ALL MEN BY THESE PRESENTS:

WE, the undersigned majority of the Directors and the Corporate Secretary of **ALLIEDBANKERS INSURANCE CORPORATION** (the "Corporation"), do hereby certify that the Board of Directors, by majority vote, at its meeting held on 10 August 2016, and the stockholders, by affirmative vote of at least two-thirds (2/3) of the outstanding capital stock in a meeting held on 14 September 2016 at the Summit Room, Century Park Hotel, 599 P. Ocampo Street, Malate, Manila, approved the amendment of the Articles of Incorporation and By-Laws of the Corporation.

The amended provisions of the attached Amended Articles of Incorporation refer to Article SEVENTH, reflecting the denial of the pre-emptive rights of the stockholders.

The amended provisions of the attached Amended By-Laws refer to Article VIII, reflecting the denial of pre-emptive rights of the stockholders.

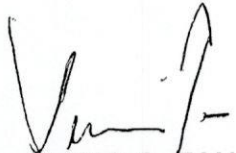
We further certify that the attached Amended Articles of Incorporation and By-Laws are true and correct copy thereof.

IN WITNESS WHEREOF, we have executed this Directors' Certificate this

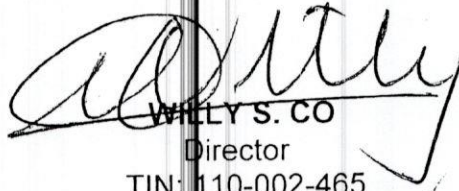
~~SEP 12 2018~~

, at the City of Makati.

OCT 05 2018



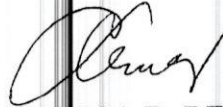
LUCIO C. TAN
Chairman/Director
TIN: 101-914-722



WILLY S. CO
Director
TIN: 110-002-465



ROWENA T. CHUA
Director
TIN: 158-209-545



REBECCA B. DELA CRUZ
Director
TIN: 107-974-308



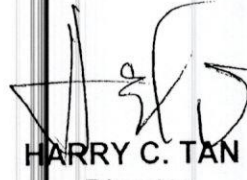
MANUEL T. GONZALES
Director
TIN: 101-912-407



ALFREDO B. JIMENEZ, JR.
Director
TIN: 139-265-520



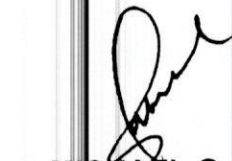
PETER Y. ONG
Director
TIN: 120-533-040



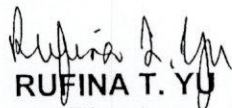
HARRY C. TAN
Director
TIN: 120-533-610



LUCIO K. TAN, JR.
Director
TIN: 120-533-708



MICHAEL G. TAN
Director
TIN: 120-533-724



RUFINA T. YU
Director
TIN: 103-193-889



ARLENE J. GUEVARRA
Corporate Secretary
TIN: 173-804-886

REPUBLIC OF THE PHILIPPINES }
MAKATI CITY..... } S.S.

SUBSCRIBED and SWORN to before me this _____ day of
SEP 12 2018, in Makati City, affiants exhibiting to me the following:

Name	Competent Evidence of Identity	Date/Place Issued
1. Lucio C. Tan	Passport EC0015255	17 January 2014/DFA Manila
2. Willy S. Co	Passport P6104158A	20 February 2018/DFA Manila
3. Rowena T. Chua	Passport EC2075202	12 September 2014/DFA Manila
4. Rebecca B. Dela Cruz	Passport EC5569760	02 October 2015/DFA NCR Central
5. Manuel T. Gonzales	Passport P3634574A	08 July 2017/DFA NCR East
6. Alfredo B. Jimenez, Jr.	DL # N26-98-021125	Expiring on 11 December 2018
7. Peter Y. Ong	Passport EC6136536	04 December 2015/DFA Manila
8. Harry C. Tan	Passport EC1768999	31 July 2016/DFA Manila
9. Lucio K. Tan, Jr.	Passport EC1401914	14 June 2014/DFA Manila
10. Michael G. Tan	Passport EC0229876	06 February 2014/DFA Manila
11. Rufina T. Yu	SSS # 03-2296222-4	
12. Arlene J. Guevarra	Passport EC4856769	04 August 2015/DFA Manila

Doc. No. 270 ;
Page No. 17 ;
Book No. XXI ;
Series Of 2018.



EDGARDO M. SATUR

Commission No. M-104; Roll No. 34783

Notary Public for Makati City Until December 31, 2019

10th Floor, Allied Bank Centre, 6754 Ayala Avenue, Makati City

PTR No. 6607718/Jan. 3, 2018/Makati City

IBP No. 016842/Nov. 7, 2017/CALMANA

REPUBLIC OF THE PHILIPPINES)
MAKATI CITY) SS.

SECRETARY'S CERTIFICATE


I, **ATTY. ARLENE J. GUEVARRA**, of legal age, Filipino, and with address at #16 Green Acres Village, San Bartolome, Novaliches, Quezon City, being the duly elected and incumbent Corporate Secretary of **ALLIEDBANKERS INSURANCE CORPORATION** (the "Corporation"), a corporation duly organized and existing under Philippine laws, after having been duly sworn to in accordance with law, hereby depose and state that:

1. To the best of my knowledge, no action or proceeding has been filed or is pending before any Court involving an intra-corporate dispute and/or claim by any person or group against the Board of Directors, individual directors and/or major corporate officers of the Corporation as its duly elected and/or appointed directors or officers.

2. The foregoing is in accordance with the records of the Corporation in my possession.

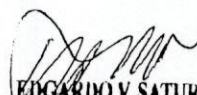
IN WITNESS WHEREOF, I have hereunto affixed my hand on this _____ at Makati, Philippines.

SEP 13 2018


ARLENE J. GUEVARRA
Corporate Secretary

SUBSCRIBED AND SWORN to before me this SEP 13 2018
in Makati City affiant exhibiting to me her Passport No. EC4856769 issued on 04 August 2015 and valid until 03 August 2020.

Doc. No. 300 ;
Page No. 01 ;
Book No. XXI ;
Series of 2018.


EDGARDO V. SATUR
Commission No. M-104; Roll No. 34783
Notary Public for Makati City Until December 31, 2019
10th Floor, Allied Bank Centre, 6754 Ayala Avenue, Makati City
PTR No. 6607712/Jan. 3, 2018/Makati City
IBP No. 016842/Nov. 7, 2017/CALMANA